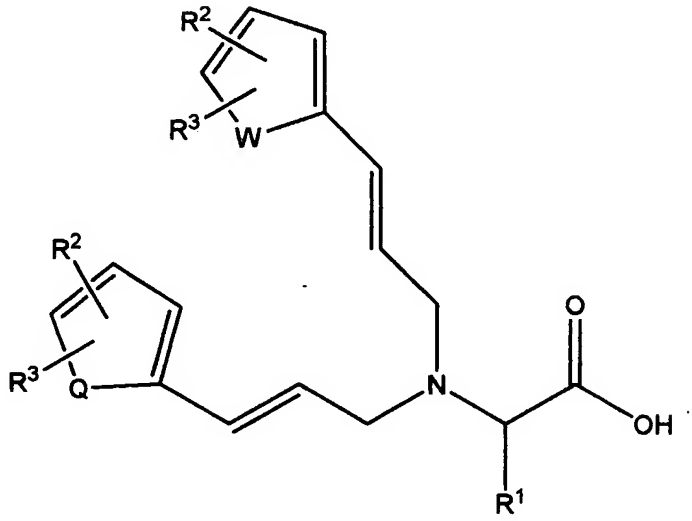
This listing of claims will replace all prior versions, and listings, of claims in the application.

**LISTING OF CLAIMS:**

1-13 **(Canceled)**

14. **(Previously Presented)** A compound of the formula:




wherein:

$R^1$ is the side chain of a natural or unnatural α-amino acid, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-dimethylglutaryl, $C_{1-5}$alkyl, $C_{1-5}$alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxy$C_{1-5}$alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted phenylureido(where the phenyl substituents are phenoxy, halo, $C_{1-5}$alkoxycarbonyl);

$R^2$ and $R^3$ may be taken together to form a six-membered aromatic ring which is fused to the depicted ring, or are independently selected from the group consisting of hydrogen, $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halo, trifluoromethyl, nitro, amino, phenyl, phenoxy, phenyl $C_{1-5}$alkyl, phenyl $C_{1-5}$alkoxy, substituted phenyl (where the substituents are selected from $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), substituted phenyl$C_{1-5}$alkyl(where the substituents are selected from $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and substituted amino (where the substituents are selected from one or more members of the group consisting of $C_{1-5}$alkyl, halosubstituted$C_{1-5}$alkyl, $C_{1-5}$alknyl, $C_{1-5}$alkenyl, phenyl, phenyl$C_{1-5}$alkyl, $C_{1-5}$alkylcarbonyl, halosubstituted ,$C_{1-5}$alkylcarbonyl, carboxy$C_{1-5}$alkyl, $C_{1-5}$alkoxy$C_{1-5}$alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, $C_{1-5}$alkylsulfonyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, phenyl$C_{1-5}$alkylsulfonyl substituted phenylcarbonyl, substituted phenyl$C_{1-5}$alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl$C_{1-5}$alkylsulfonyl, substituted phenyl, and substituted phenyl$C_{1-5}$alkyl[where the aromatic phenyl, phenyl$C_{1-5}$alkyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, and phenyl$C_{1-5}$alkylsulfonyl substituents are independently selected from one to five members of the group consisting of $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]); and

W and Q is CH=CH.

15. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 14.

16. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and the compound of claim 14.

17. **(Previously Presented)** The composition of claim 16 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

18. **(Previously Presented)** The composition of claim 17 wherein said carrier is ethanol, glycerol, or water.

19. **(Previously Presented)** The composition of claim 16 further comprising binders, lubricants, disintegrating agents, or coloring agents.

20. **(Previously Presented)** The composition of claim 19 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

21. **(Previously Presented)** The composition of claim 19 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

22. **(Previously Presented)** The composition of claim 19 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

23. **(Previously Presented)** The composition of claim 16 contained in a topical administration.

24. **(Previously Presented)** The composition of claim 23 wherein said active drug component can be admixed with carrier materials selected from the group consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

25. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising the formula~~ of claim 14 having an active drug component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

26. **(Previously Presented)** The composition of claim 25 wherein said carrier is ethanol, glycerol, or water.

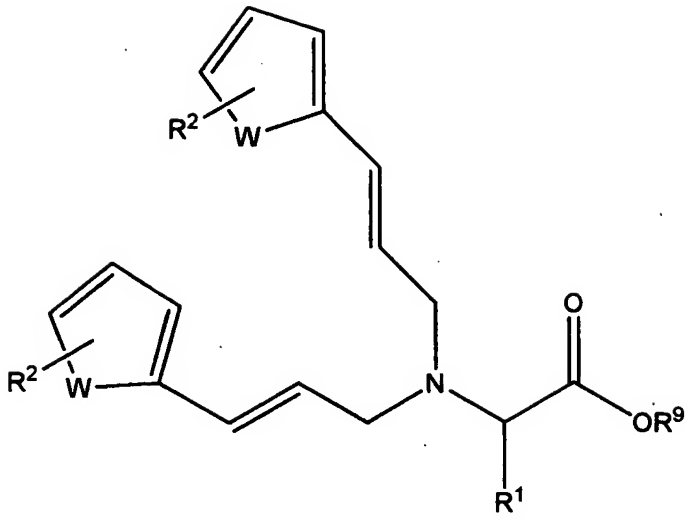
27. **(Previously Presented)** The composition of claim 25 further comprising binders, lubricants, disintegrating agents, or coloring agents.

28. **(Previously Presented)** The composition of claim 27 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

29. **(Previously Presented)** The composition of claim 27 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

30. **(Previously Presented)** The composition of claim 27 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

31. **(Previously Presented)** A compound of the formula:



wherein:

$R^1$ is H or the side chain of a natural or unnatural α-amino acid, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-dimethylglutaryl, $C_{1-5}$alkyl, $C_{1-5}$alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxy$C_{1-5}$alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted phenylureido(where the phenyl substituents are phenoxy, halo, $C_{1-5}$alkoxycarbonyl);

$R^2$ is H, halo, or trifluoromethyl;

W is CH=CH or S; and

$R^9$ is H, $C_{1-5}$alkyl, or phenyl$C_{1-5}$alkyl.

32. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 31.

33. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and the compound of claim 31.

34. **(Previously Presented)** The composition of claim 33 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

35. **(Previously Presented)** The composition of claim 34 wherein said carrier is ethanol, glycerol, or water.

36. **(Previously Presented)** The composition of claim 33 further comprising binders, lubricants, disintegrating agents, or coloring agents.

37. **(Previously Presented)** The composition of claim 36 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

38. **(Previously Presented)** The composition of claim 36 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

39. **(Previously Presented)** The composition of claim 36 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

40. **(Previously Presented)** The composition of claim 33 contained in a topical administration.

41. **(Previously Presented)** The composition of claim 40 wherein said active drug component can be admixed with carrier materials selected from the group

consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

42. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising the formula~~ of claims 31 having an active drug component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

43. **(Previously Presented)** The composition of claim 42 wherein said carrier is ethanol, glycerol, or water.

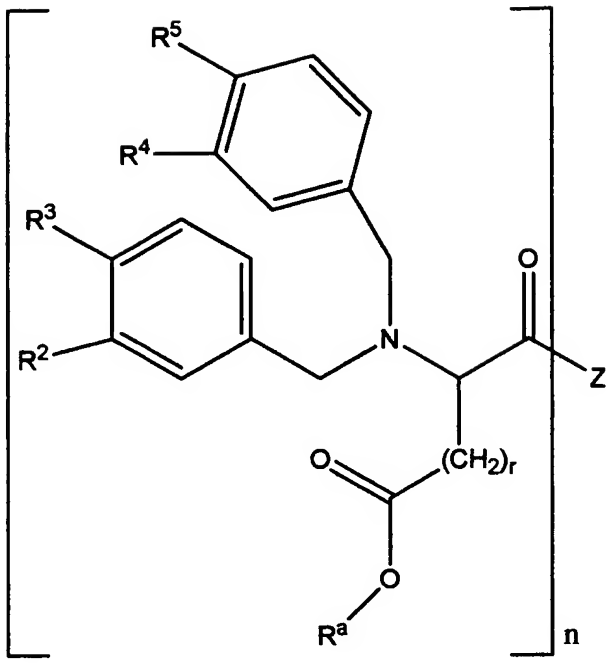
44. **(Previously Presented)** The composition of claim 42 further comprising binders, lubricants, disintegrating agents, or coloring agents.

45. **(Previously Presented)** The composition of claim 44 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

46. **(Previously Presented)** The composition of claim 44 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

47. **(Previously Presented)** The composition of claim 44 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

48. **(Previously Presented)** A compound of the formula:




wherein

$R^a$ is H or *t*-bu;

when r=0 and n=1, then

Z is OH or *t*-Bu-O;

$R^2$ and $R^4$ are independently selected from the group consisting of nitro, phenoxy, phenyl$C_{1-5}$alkoxy, and substituted amino (where the substituents are selected from one or more members of the group consisting of $C_{1-5}$alkyl, halosubstituted$C_{1-5}$alkyl, $C_{1-5}$alknyl, $C_{1-5}$alkenyl, phenyl, phenyl$C_{1-5}$alkyl, $C_{1-5}$alkylcarbonyl, halosubstituted ,$C_{1-5}$alkylcarbonyl, carboxy$C_{1-5}$alkyl, $C_{1-5}$alkoxy$C_{1-5}$alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, $C_{1-5}$alkylsulfonyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, phenyl$C_{1-5}$alkylsulfonyl substituted phenylcarbonyl, substituted phenyl$C_{1-5}$alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl$C_{1-5}$alkylsulfonyl, substituted phenyl,

and substituted phenyl$C_{1-5}$alkyl[where the aromatic phenyl, phenyl$C_{1-5}$alkyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, and phenyl$C_{1-5}$alkylsulfonyl substituents are independently selected from one to five members of the group consisting of $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]); and

$R^3$ and $R^5$ are H;

when r=1 or 2 and n=2, then

Z is $NH(CH_2)_3O(CH_2)_4O(CH_2)_3NH$, $NH(CH_2)_3O(CH_2CH_2O)_2(CH_2)_3NH$, or $NH(CH_2)_2O(CH_2)O(CH_2)_2NH$

$R^2$ is H or substituted amino (where the substituents are selected from one or more members of the group consisting of $C_{1-5}$alkyl, halosubstituted$C_{1-5}$alkyl, $C_{1-5}$alknyl, $C_{1-5}$alkenyl, phenyl, phenyl$C_{1-5}$alkyl, $C_{1-5}$alkylcarbonyl, halosubstituted ,$C_{1-5}$alkylcarbonyl, carboxy$C_{1-5}$alkyl, $C_{1-5}$alkoxy$C_{1-5}$alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, $C_{1-5}$alkylsulfonyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, phenyl$C_{1-5}$alkylsulfonyl substituted phenylcarbonyl, substituted phenyl$C_{1-5}$alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl$C_{1-5}$alkylsulfonyl, substituted phenyl, and substituted phenyl$C_{1-5}$alkyl[where the aromatic phenyl, phenyl$C_{1-5}$alkyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, and phenyl$C_{1-5}$alkylsulfonyl substituents are independently selected from one to five members of the group consisting of $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

$R^4$ is H or phenoxy; and

$R^3$ and $R^5$ are independently H or BnO.

49. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 48.

50. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and the compound of claim 49.

51. **(Previously Presented)** The composition of claim 50 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

52. **(Previously Presented)** The composition of claim 51 wherein said carrier is ethanol, glycerol, or water.

53. **(Previously Presented)** The composition of claim 50 further comprising binders, lubricants, disintegrating agents, or coloring agents.

54. **(Previously Presented)** The composition of claim 53 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

55. **(Previously Presented)** The composition of claim 53 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

56. **(Previously Presented)** The composition of claim 53 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

57. **(Previously Presented)** The composition of claim 50 contained in a topical administration.

58. **(Previously Presented)** The composition of claim 57 wherein said active drug component can be admixed with carrier materials selected from the group consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

59. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising the formula~~ of claim 48 having an active drug component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

60. **(Previously Presented)** The composition of claim 59 wherein said carrier is ethanol, glycerol, or water.

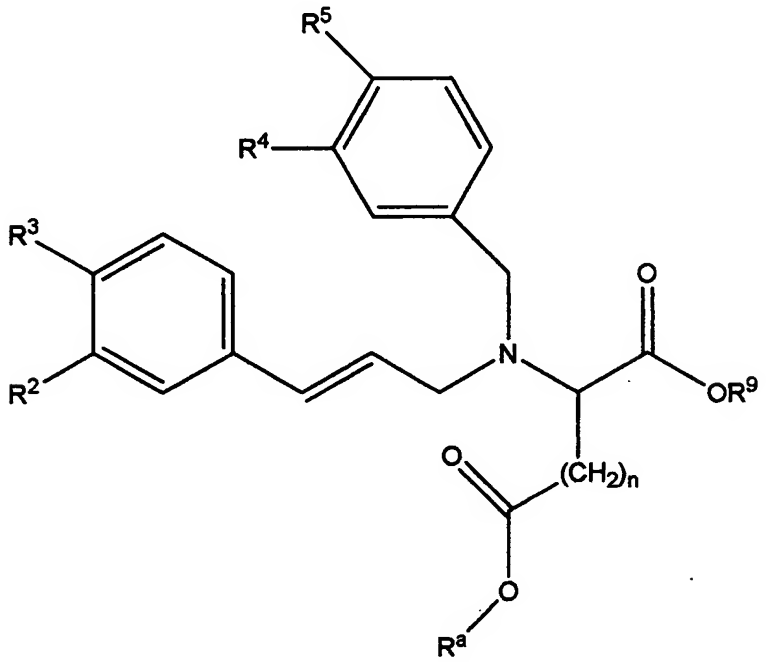
61. **(Previously Presented)** The composition of claim 59 further comprising binders, lubricants, disintegrating agents, or coloring agents.

62. **(Previously Presented)** The composition of claim 61 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

63. **(Previously Presented)** The composition of claim 61 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

64. **(Previously Presented)** The composition of claim 61 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

65. **(Previously Presented)** A compound of the formula:




wherein

$R^a$ and $R^9$ are independently H or *t*-Bu;

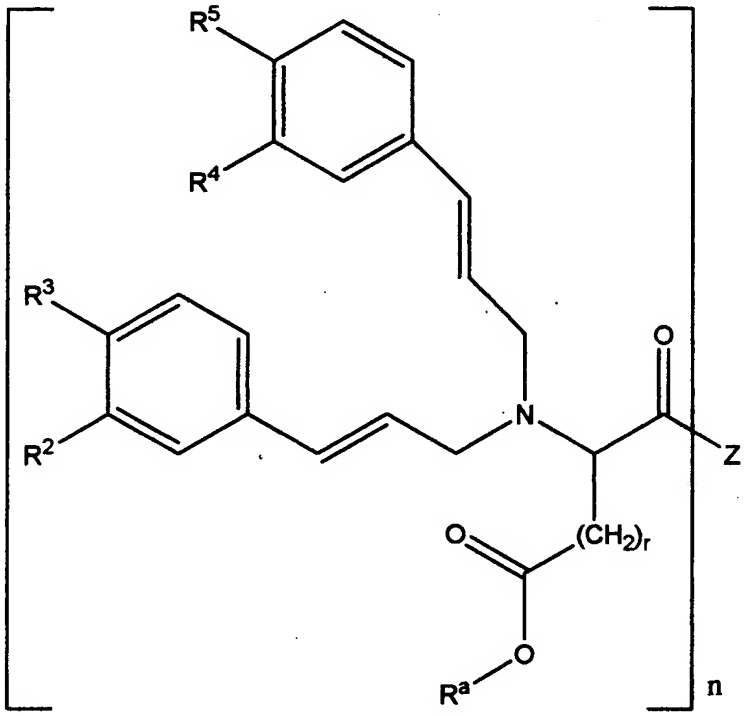
$R^2$ and $R^4$ are independently H or phenoxy;

$R^3$ and $R^5$ are independently selected from the group consisting of H, BnO, and substituted amino (where the substituents are selected from one or more members of the group consisting of $C_{1-5}$alkyl, halosubstituted$C_{1-5}$alkyl, $C_{1-5}$alknyl, $C_{1-5}$alkenyl, phenyl, phenyl$C_{1-5}$alkyl, $C_{1-5}$alkylcarbonyl, halosubstituted$C_{1-5}$alkylcarbonyl, carboxy$C_{1-5}$alkyl, $C_{1-5}$alkoxy$C_{1-5}$alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, $C_{1-5}$alkylsulfonyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, phenyl$C_{1-}$

$_5$alkylsulfonyl substituted phenylcarbonyl, substituted phenyl$C_{1-5}$alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl$C_{1-5}$alkylsulfonyl, substituted phenyl, and substituted phenyl$C_{1-5}$alkyl, [where the aromatic phenyl, phenyl$C_{1-5}$alkyl, phenylcarbonyl, phenyl$C_{1-5}$alkycarbonyl, phenylsulfonyl, and phenyl$C_{1-5}$alkylsulfonyl substituents are independently selected from one to five members of the group consisting of $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]); and

n is 1 or 2.

66. **(Previously Presented)** A compound of the formula:




wherein

$R^a$ is independently H or $C_{1-5}$alkyl;

r is 1 or 2;

$R^2$ and $R^4$ are independently H, phenoxy, substituted phenoxy (where the substituents are selected from $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), 2,3-benzo, or 3,4 benzo;

when n is 1, then

Z is OH or $C_{1-5}$alkoxy;

$R^3$ and $R^5$ are independently H or phenyl;

when n is 2, then

Z is $NH(CH_2)_2O(CH_2)_2O(CH_2)_2NH$, $NH(CH_2)_3O(CH_2)_4O(CH_2)_3NH$, $NH(CH_2)_3O(CH_2CH_2O)_2(CH_2)_3NH$, $NH(CH_2)_{10}NH$, or $NH(CH_2)_{12}NH$; and

$R^3$ and $R^5$ are H.

67. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 66.

68. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and the compound of claim 66.

69. **(Previously Presented)** The composition of claim 68 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

70. **(Previously Presented)** The composition of claim 69 wherein said carrier is ethanol, glycerol, or water.

71. **(Previously Presented)** The composition of claim 68 further comprising binders, lubricants, disintegrating agents, or coloring agents.

72. **(Previously Presented)** The composition of claim 71 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn

sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

73. **(Previously Presented)** The composition of claim 71 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

74. **(Previously Presented)** The composition of claim 71 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

75. **(Previously Presented)** The composition of claim 72 contained in a topical administration.

76. **(Previously Presented)** The composition of claim 75 wherein said active drug component can be admixed with carrier materials selected from the group consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

77. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising a formula as in one~~ of claims 66 having an active drug component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

78. **(Previously Presented)** The composition of claim 77 wherein said carrier is ethanol, glycerol, or water.

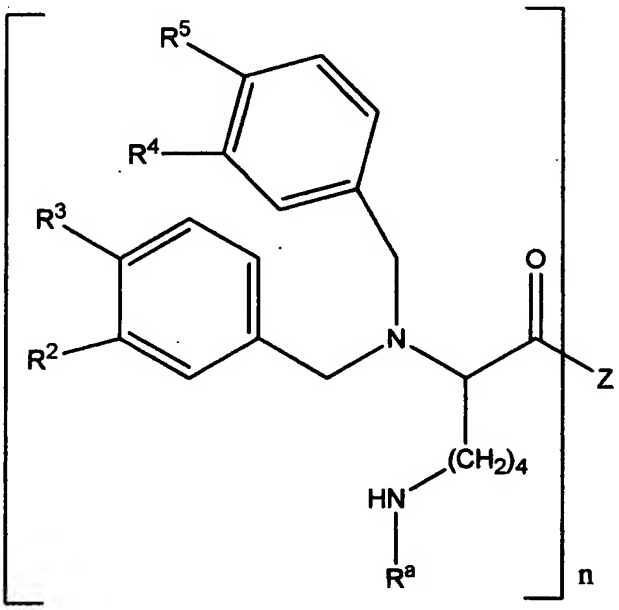
79. **(Previously Presented)** The composition of claim 77 further comprising binders, lubricants, disintegrating agents, or coloring agents.

80. **(Previously Presented)** The composition of claim 79 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

81. **(Previously Presented)** The composition of claim 79 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

82. **(Previously Presented)** The composition of claim 79 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

83. **(Previously Presented)** A compound of the formula:




wherein:

$R^a$ is H, Boc, or succinyl;

when n=1, then

$R^2$ and $R^4$ are independently selected from the group consisting of hydrogen, BnO, nitro, amino, substituted amino (where the substituents are selected from one or more members of the group consisting of $C_{1-5}$alkyl, halosubstituted$C_{1-5}$alkyl, $C_{1-5}$alknyl, $C_{1-5}$alkenyl, phenyl, phenyl$C_{1-5}$alkyl, $C_{1-5}$alkylcarbonyl, halosubstituted$C_{1-5}$alkylcarbonyl, carboxy$C_{1-5}$alkyl, $C_{1-5}$alkoxy$C_{1-5}$alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, $C_{1-5}$alkylsulfonyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, phenyl$C_{1-5}$alkylsulfonyl substituted phenylcarbonyl, substituted phenyl$C_{1-5}$alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl$C_{1-5}$alkylsulfonyl, substituted phenyl, and substituted phenyl$C_{1-5}$alkyl, [where the aromatic phenyl, phenyl$C_{1-5}$alkyl, phenylcarbonyl, phenyl$C_{1-5}$alkycarbonyl, phenylsulfonyl, and phenyl$C_{1-5}$alkylsulfonyl substituents are independently selected from one to five members of the group consisting of $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

$R^3$ and $R^5$ are independently H or BnO; and

Z is alkoxy;

when n is 2 or 3, then

$R^2$ and $R^4$ are independently phenoxy or phenyl$C_{1-5}$alkoxy;

$R^3$ and $R^5$ are H; and

Z is $NH(CH_2)_2O(CH_2)_2O(CH_2)_2NH$, $(NHCH_2CH_2)_3N$, or

$NH(CH_2)_3NMe(CH_2)_3NH$.

84. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 83.

85. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and the compound of claim 83.

86. **(Previously Presented)** The composition of claim 85 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

87. **(Previously Presented)** The composition of claim 86 wherein said carrier is ethanol, glycerol, or water.

88. **(Previously Presented)** The composition of claim 85 further comprising binders, lubricants, disintegrating agents, or coloring agents.

89. **(Previously Presented)** The composition of claim 88 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

90. **(Previously Presented)** The composition of claim 88 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

91. **(Previously Presented)** The composition of claim 88 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

92. **(Previously Presented)** The composition of claim 85 contained in a topical administration.

93. **(Previously Presented)** The composition of claim 92 wherein said active drug component can be admixed with carrier materials selected from the group

consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

94. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising the formula~~ of claim 83 having an active drug component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

95. **(Previously Presented)** The composition of claim 94 wherein said carrier is ethanol, glycerol, or water.

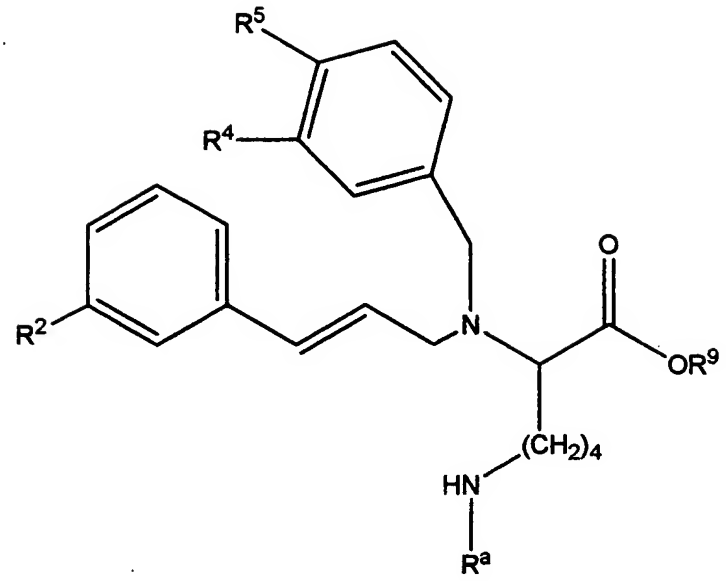
96. **(Previously Presented)** The composition of claim 94 further comprising binders, lubricants, disintegrating agents, or coloring agents.

97. **(Previously Presented)** The composition of claim 96 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

98. **(Previously Presented)** The composition of claim 96 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

99. **(Previously Presented)** The composition of claim 96 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

100. **(Previously Presented)** A compound of the formula:




wherein:

$R^a$ is H, Boc, or succinyl;

$R^2$ is selected from the group consisting of phenoxy, substituted phenoxy (where the substituents are selected from $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), and

substituted amino (where the substituents are selected from one or more members of the group consisting of $C_{1-5}$alkyl, halosubstituted$C_{1-5}$alkyl, $C_{1-5}$alknyl, $C_{1-5}$alkenyl, phenyl, phenyl$C_{1-5}$alkyl, $C_{1-5}$alkylcarbonyl, halosubstituted$C_{1-5}$alkylcarbonyl, carboxy$C_{1-5}$alkyl, $C_{1-5}$alkoxy$C_{1-5}$alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, $C_{1-5}$alkylsulfonyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, phenyl$C_{1-5}$alkylsulfonyl substituted phenylcarbonyl, substituted phenyl$C_{1-5}$alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl$C_{1-5}$alkylsulfonyl, substituted phenyl, and substituted phenyl$C_{1-5}$alkyl, [where the aromatic phenyl, phenyl$C_{1-5}$alkyl, phenylcarbonyl, phenyl$C_{1-5}$alkycarbonyl,

phenylsulfonyl, and phenyl$C_{1-5}$alkylsulfonyl substituents are independently selected from one to five members of the group consisting of $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

$R^4$ and $R^5$ are independently H, methoxy, phenoxy, BnO, halo, or 2,3-benzo; and $R^9$ is H or methyl.

101. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 100.

102. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and the compound of claim 100.

103. **(Previously Presented)** The composition of claim 102 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

104. **(Previously Presented)** The composition of claim 103 wherein said carrier is ethanol, glycerol, or water.

105. **(Previously Presented)** The composition of claim 102 further comprising binders, lubricants, disintegrating agents, or coloring agents.

106. **(Previously Presented)** The composition of claim 105 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

107. **(Previously Presented)** The composition of claim 105 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

108. **(Previously Presented)** The composition of claim 105 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

109. **(Previously Presented)** The composition of claim 102 contained in a topical administration.

110. **(Previously Presented)** The composition of claim 109 wherein said active drug component can be admixed with carrier materials selected from the group consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

111. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising the formula~~ of claim 100 having an active drug component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

112. **(Previously Presented)** The composition of claim 111 wherein said carrier is ethanol, glycerol, or water.

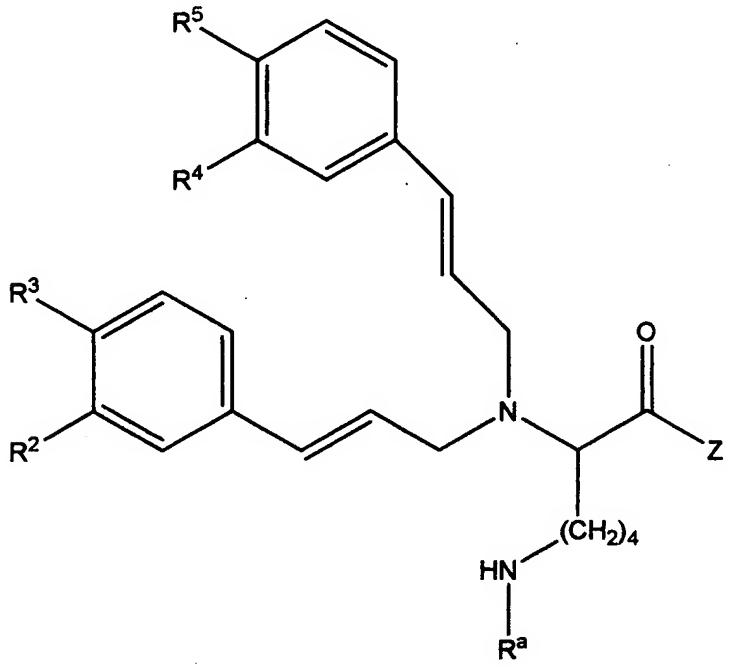
113. **(Previously Presented)** The composition of claim 111 further comprising binders, lubricants, disintegrating agents, or coloring agents.

114. **(Previously Presented)** The composition of claim 113 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

115. **(Previously Presented)** The composition of claim 113 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

116. **(Previously Presented)** The composition of claim 113 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

117. **(Previously Presented)** A compound of the formula:




wherein:

$R^a$ is H or the side chain of a natural or unnatural α-amino acid, where if said side chain contains a protectable group, that group may be protected with a member of the group consisting of succinyl, glutaryl, 3,3-dimethylglutaryl, $C_{1-5}$alkyl, $C_{1-5}$alkoxycarbonyl, acetyl, N-(9-fluorenylmethoxycarbonyl), trifluoroacetyl, omega-carboxy$C_{1-5}$alkylcarbonyl, *t*-butoxycarbonyl, benzyl, benzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, phenylsulfonyl, ureido, *t*-

butyl, cinnamoyl, trityl, 4-methyltrityl, 1-(4,4-dimethyl-2,6-dioxocyclohexylidene)ethyl, tosyl, 4-methoxy-2,3,6-trimethylbenzenesulfonyl, phenylureido, and substituted phenylureido(where the phenyl substituents are phenoxy, halo, $C_{1-5}$alkoxycarbonyl);

$R^2$ and $R^4$ are independently selected from the group consisting of H, nitro, amino, phenoxy,

substituted phenoxy (where the substituents are selected from $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino),

substituted amino (where the substituents are selected from one or more members of the group consisting of $C_{1-5}$alkyl, halosubstituted$C_{1-5}$alkyl, $C_{1-5}$alknyl, $C_{1-5}$alkenyl, phenyl, phenyl$C_{1-5}$alkyl, $C_{1-5}$alkylcarbonyl, halosubstituted$C_{1-5}$alkylcarbonyl, carboxy$C_{1-5}$alkyl, $C_{1-5}$alkoxy$C_{1-5}$alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, $C_{1-5}$alkylsulfonyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, phenyl$C_{1-5}$alkylsulfonyl substituted phenylcarbonyl, substituted phenyl$C_{1-5}$alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl$C_{1-5}$alkylsulfonyl, substituted phenyl, and substituted phenyl$C_{1-5}$alkyl, [where the aromatic phenyl, phenyl$C_{1-5}$alkyl, phenylcarbonyl, phenyl$C_{1-5}$alkycarbonyl, phenylsulfonyl, and phenyl$C_{1-5}$alkylsulfonyl substituents are independently selected from one to five members of the group consisting of $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]);

$R^3$ and $R^5$ are independently H, phenyl, $C_{1-5}$alkoxy, 3,4 benzo, or nitro; and

Z is H, $C_{1-5}$alkoxy, substituted phenyl (where the substituents are selected from $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino), or

substituted amino (where the substituents are selected from one or more members of the group consisting of $C_{1-5}$alkyl, halosubstituted$C_{1-5}$alkyl, $C_{1-5}$alknyl, $C_{1-5}$alkenyl, phenyl, phenyl$C_{1-5}$alkyl, $C_{1-5}$alkylcarbonyl, halosubstituted$C_{1-5}$alkylcarbonyl, carboxy$C_{1-5}$alkyl, $C_{1-5}$alkoxy$C_{1-5}$alkyl, cinnamoyl, naphthylcarbonyl, furylcarbonyl, pyridylcarbonyl, $C_{1-5}$alkylsulfonyl, phenylcarbonyl, phenyl$C_{1-5}$alkylcarbonyl, phenylsulfonyl, phenyl$C_{1-5}$alkylsulfonyl substituted phenylcarbonyl, substituted phenyl$C_{1-5}$alkylcarbonyl, substituted phenylsulfonyl, substituted phenyl$C_{1-5}$alkylsulfonyl, substituted phenyl, and substituted phenyl$C_{1-5}$alkyl, [where the aromatic phenyl, phenyl$C_{1-5}$alkyl, phenylcarbonyl, phenyl$C_{1-5}$alkycarbonyl, phenylsulfonyl, and phenyl$C_{1-5}$alkylsulfonyl substituents are independently selected from one to five members of the group consisting of $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halogen, trifluoromethyl, nitro, cyano, and amino]).

118. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 117.

119. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and the compound of claim 117.

120. **(Previously Presented)** The composition of claim 119 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

121. **(Previously Presented)** The composition of claim 120 wherein said carrier is ethanol, glycerol, or water.

122. **(Previously Presented)** The composition of claim 119 further comprising binders, lubricants, disintegrating agents, or coloring agents.

123. **(Previously Presented)** The composition of claim 122 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

124. **(Previously Presented)** The composition of claim 122 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

125. **(Previously Presented)** The composition of claim 122 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

126. **(Previously Presented)** The composition of claim 119 contained in a topical administration.

127. **(Previously Presented)** The composition of claim 126 wherein said active drug component can be admixed with carrier materials selected from the group consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

128. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising the formula~~ of claim 117 having an active drug

component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

129. **(Previously Presented)** The composition of claim 128 wherein said carrier is ethanol, glycerol, or water.

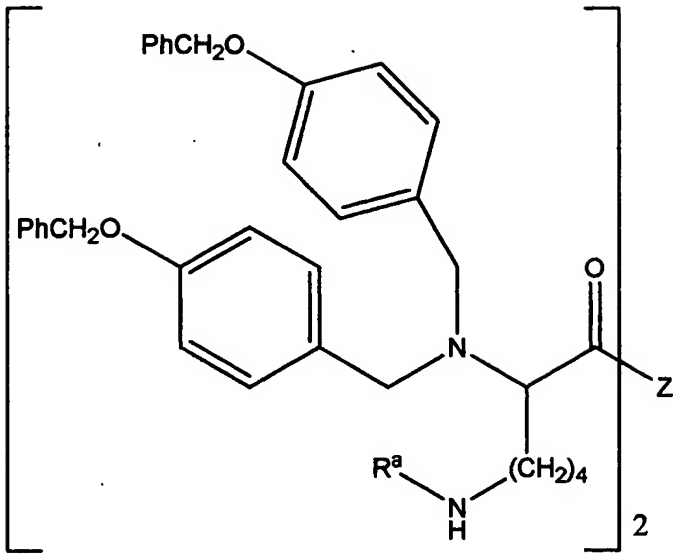
130. **(Previously Presented)** The composition of claim 128 further comprising binders, lubricants, disintegrating agents, or coloring agents.

131. **(Previously Presented)** The composition of claim 130 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

132. **(Previously Presented)** The composition of claim 130 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

133. **(Previously Presented)** The composition of claim 130 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

134. **(Previously Presented)** A compound of the formula:




wherein:

$R^a$ is H, boc, succinyl, glutaryl, or 3,3-dimethylglutaryl; and

Z is $NH(CH_2)_3O(CH_2CH_2O)_2(CH_2)_3NH$, $NH(CH_2)_3O(CH_2)_4O(CH_2)_3NH$, $NH(CH_2)_{12}NH$, or $NH(CH_2)_2O(CH_2)_2O(CH_2)_2NH$.

135. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 134.

136. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and the compound of claims 134.

137. **(Previously Presented)** The composition of claim 136 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

138. **(Previously Presented)** The composition of claim 137 wherein said carrier is ethanol, glycerol, or water.

139. **(Previously Presented)** The composition of claim 136 further comprising binders, lubricants, disintegrating agents, or coloring agents.

140. **(Previously Presented)** The composition of claim 139 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

141. **(Previously Presented)** The composition of claim 139 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

142. **(Previously Presented)** The composition of claim 139 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

143. **(Previously Presented)** The composition of claim 136 contained in a topical administration.

144. **(Previously Presented)** The composition of claim 143 wherein said active drug component can be admixed with carrier materials selected from the group consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

145. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising the formula~~ of claim 134 having an active drug component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

146. **(Previously Presented)** The composition of claim 145 wherein said carrier is ethanol, glycerol, or water.

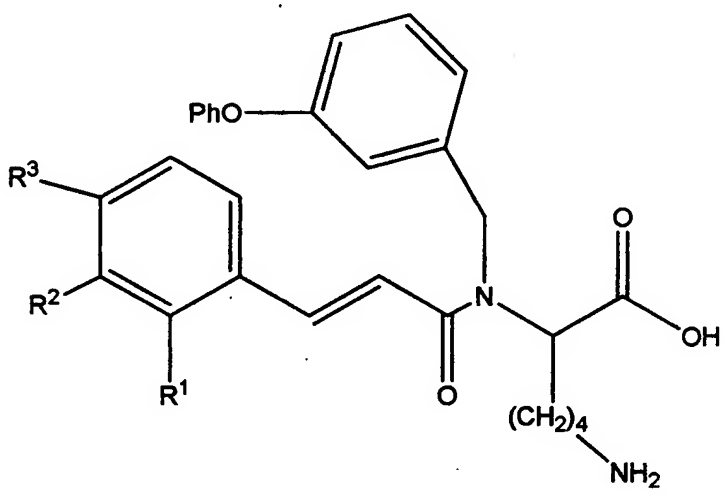
147. **(Previously Presented)** The composition of claim 146 further comprising binders, lubricants, disintegrating agents, or coloring agents.

148. **(Previously Presented)** The composition of claim 147 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

149. **(Previously Presented)** The composition of claim 147 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

150. **(Previously Presented)** The composition of claim 147 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

151. **(Previously Presented)** A compound of the formula:




wherein:

$R^1$ is H or $C_{1-5}$ alkyl;

$R^2$ is H, BnO, or substituted phenoxy (where the substituents are selected from $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino); and

$R^3$ is H or phenoxy.

152. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 151.

153. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and the compound of claim 151.

154. **(Previously Presented)** The composition of claim 153 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

155. **(Previously Presented)** The composition of claim 154 wherein said carrier is ethanol, glycerol, or water.

156. **(Previously Presented)** The composition of claim 153 further comprising binders, lubricants, disintegrating agents, or coloring agents.

157. **(Previously Presented)** The composition of claim 156 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

158. **(Previously Presented)** The composition of claim 156 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

159. **(Previously Presented)** The composition of claim 156 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

160. **(Previously Presented)** The composition of claim 153 contained in a topical administration.

161. **(Previously Presented)** The composition of claim 160 wherein said active drug component can be admixed with carrier materials selected from the group consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

162. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising the formula~~ of claim 151 having an active drug component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

163. **(Previously Presented)** The composition of claim 162 wherein said carrier is ethanol, glycerol, or water.

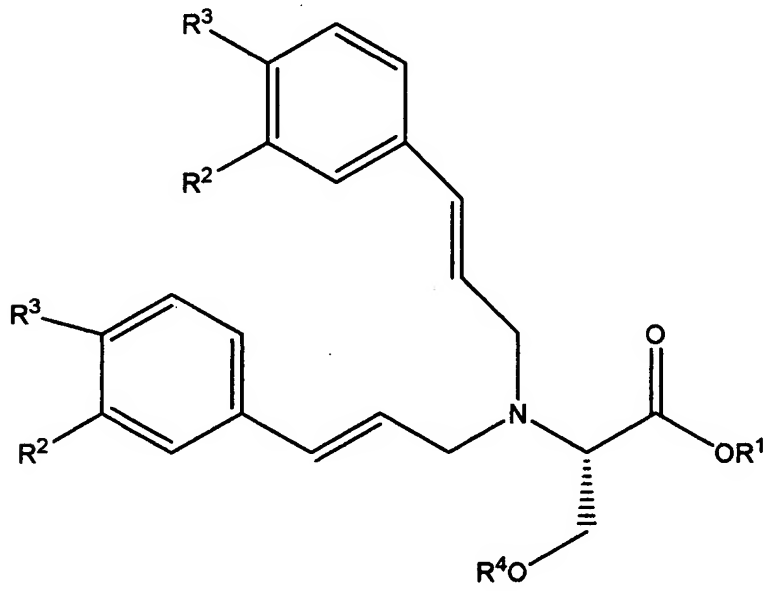
164. **(Previously Presented)** The composition of claim 162 further comprising binders, lubricants, disintegrating agents, or coloring agents.

165. **(Previously Presented)** The composition of claim 164 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

166. **(Previously Presented)** The composition of claim 164 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

167. **(Previously Presented)** The composition of claim 164 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

168. **(Previously Presented)** A compound of the formula:




wherein:

$R^1$ is H or methyl;

$R^2$ is H, phenoxy, or substituted phenyl (where the substituents are selected from $C_{1-5}$alkyl, $C_{1-5}$alkoxy, hydroxy, halo, trifluoromethyl, nitro, cyano, and amino);

$R^3$ is H or phenyl; and

$R^4$ is H, or *t*-Bu.

169. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 168.

170. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and a compound of claim 168.

171. **(Previously Presented)** The composition of claim 170 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

172. **(Previously Presented)** The composition of claim 171 wherein said carrier is ethanol, glycerol, or water.

173. **(Previously Presented)** The composition of claim 170 further comprising binders, lubricants, disintegrating agents, or coloring agents.

174. **(Previously Presented)** The composition of claim 173 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

175. **(Previously Presented)** The composition of claim 173 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

176. **(Previously Presented)** The composition of claim 173 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

177. **(Previously Presented)** The composition of claim 170 contained in a topical administration.

178. **(Previously Presented)** The composition of claim 177 wherein said active drug component can be admixed with carrier materials selected from the group consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

179. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising the formula~~ of claim 168 having an active drug component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

180. **(Previously Presented)** The composition of claim 179 wherein said carrier is ethanol, glycerol, or water.

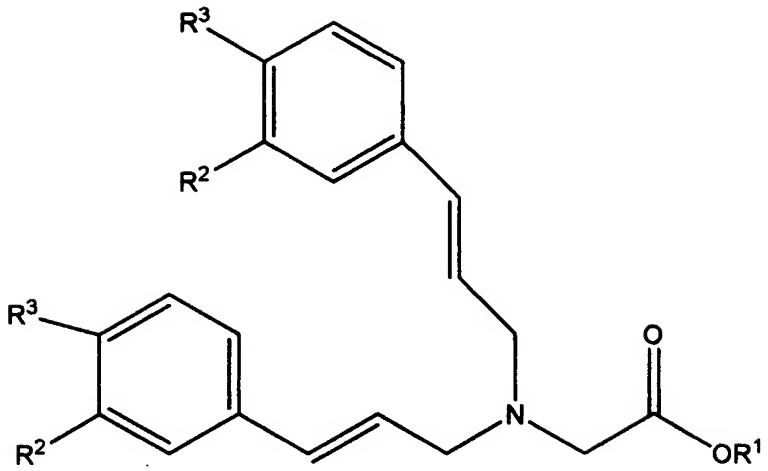
181. **(Previously Presented)** The composition of claim 179 further comprising binders, lubricants, disintegrating agents, or coloring agents.

182. **(Previously Presented)** The composition of claim 181 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

183. **(Previously Presented)** The composition of claim 181 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

184. **(Previously Presented)** The composition of claim 181 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

185. **(Previously Presented)** A compound of the formula:




wherein:

$R^1$ is H or *t*-Bu;

$R^2$ is phenoxy; and

$R^3$ is H.

186. **(Previously Presented)** A pharmaceutical composition comprising the compound of claim 185.

187. **(Previously Presented)** A pharmaceutical composition comprising an active drug component and the compound of claim 185.

188. **(Previously Presented)** The composition of claim 187 wherein said active drug component is combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

189. **(Previously Presented)** The composition of claim 188 wherein said carrier is ethanol, glycerol, or water.

190. **(Previously Presented)** The composition of claim 187 further comprising binders, lubricants, disintegrating agents, or coloring agents.

191. **(Previously Presented)** The composition of claim 190 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

192. **(Previously Presented)** The composition of claim 190 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

193. **(Previously Presented)** The composition of claim 190 wherein said disintegrating agents ~~ors~~ are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

194. **(Previously Presented)** The composition of claim 187 contained in a topical administration.

195. **(Previously Presented)** The composition of claim 194 wherein said active drug component can be admixed with carrier materials selected from the group consisting of alcohols, aloe vera gel, allontoin, glycerine, vitamin A and E oils, mineral oil, PPG2 myristyl propionate.

196. **(Currently Amended)** An oral composition comprising an EPO receptor modulating compound ~~comprising a formula as in one~~ of claims 187 having an active drug component being combined with an oral, non-toxic pharmaceutically acceptable inert carrier.

197. **(Previously Presented)** The composition of claim 196 wherein said carrier is ethanol, glycerol, or water.

198. **(Previously Presented)** The composition of claim 196 further comprising binders, lubricants, disintegrating agents, or coloring agents.

199. **(Previously Presented)** The composition of claim 196 wherein said binders are selected from the group consisting of starch, gelatin, natural sugars, corn sweeteners, natural and synthetic gums carboxymethylcellulose, polyethylene glycol, and waxes.

200. **(Previously Presented)** The composition of claim 198 wherein said lubricants are selected from the group consisting of sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, and sodium chloride.

201. **(Previously Presented)** The composition of claim 198 wherein said disintegrating agents are selected from the group consisting of starch, methyl cellulose, agar, bentonite, and xanthan gum.

202 - 235. **(Canceled)**